



THE FIRST NATIONAL BANK OF BOSTON

BOSTON, MASSACHUSETTS 02110

RECORDATION NO. *11345-D*

Filed 1425

DEC 15 1980-12 05 PM

December 12, 1980

INTERSTATE COMMERCE COMMISSION

0-350A050

No. 3

DEC 15 1980

Date.....

Fee \$ *50.00*

ICC, Washington, D. C.

DEC 15 12 27 PM '80
DOCKET FILES
BRANCH

Secretary of Interstate
Commerce Commission
12th & Constitution Ave., N.W.
Washington, D.C. 20423

Gentlemen:

We enclose for recording with your office an original and two (2) executed counterparts of Additional Supplement No. 2 dated December 5, 1980, under Leasing Agreement dated January 10, 1980.

The Master Leasing Agreement between

The Commonwealth Plan, Inc. - Lessor
Southern Pacific Transportation Company - Lessee

was recorded with your office on January 10, 1980, at 1:35 p.m. as recordation no. 11345.

The general description of the equipment covered by said Additional Supplement is as follows:

Accessions and improvement costs to the Equipment consisting of the Flat Cars described on Schedule A attached hereto and made a part hereof. Each Flat Car is a Unit.

We also enclose our check in the amount of \$50.00 payable to the Secretary of Interstate Commerce Commission to cover the recordation fee. Would you please return original recorded document in due course for attention of the undersigned.

Very truly yours

(Miss) D. A. Nelson
Vice President

Enclosures

cc: The Commonwealth Plan, Inc.

Paul Fayner

Counterpart

Schedule A to
Individual Leasing Record
Dated as of December 5, 1980

Rehabilitated 70-Ton Flat Cars, AAR Mechanical Designation FC

Identifying Marks

SP 520171	SP 520258
520255	520261
520293	520309
520391	520295
520356	520173
520176	520370
520393	520330
520386	520383
520395	520197
520206	520408
520254	520334
520310	520209
520374	520274
520291	520364
520251	520212
520189	520232
520276	520191
520219	520294
520221	520382
520273	520231
520321	520242
520213	520204
520349	520289
520300	520337
520357	520227
520401	520285
520303	520376
520319	520190
520188	520388
520275	520399
520369	520317
520249	520350
520308	520259
520332	520306
520403	520246
520237	520240
52Q195	520265

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

Miss D. A. Nelson, V. P.
The First National Bank of Boston
Boston, Massachusetts 02110

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/15/80 at 12:35PM, and assigned re-recordation number(s). 11345-D

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

This writing has been assigned to The First National Bank of Boston as security for a loan in which Swiss Bank Corporation, San Francisco Office, 120 Montgomery St., 22nd Floor, San Francisco, CA 94104, is a major loan participant with said Bank.

RECORDATION NO. 11345-20

DEC 15 1980 12:35 PM

Additional Supplement No. 2
To Railroad Equipment Leasing Agreement
dated as of January 10, 1980 between
The Commonwealth Plan, Inc. as Lessor and
Southern Pacific Transportation Company as Lessee

INDIVIDUAL LEASING RECORD

Effective date of Lease: December 5, 1980

Vendor: Southern Pacific Transportation Company

Equipment: Accessions and improvement costs to the Equipment consisting of the Flat Cars described on Schedule A attached hereto and made a part hereof. Each Flat Car is a Unit.

Per Unit Acquisition Cost of Accessions and Improvements: \$13,000.00

Number of Units: 74

Total Acquisition Cost of Accessions and Improvements: \$962,000.00

Number of months in amortization period: 109

Monthly amortization figure: \$8,825.69

Rent and amortized value of equipment are computed as set forth in the Railroad Equipment Leasing Agreement between the undersigned Lessor and Lessee dated as of January 10, 1980.

The Equipment is to be fully amortized on the last day of January, 1990.

This Additional Supplement supplements the Railroad Equipment Leasing Agreement between the undersigned Lessor and Lessee, dated as of January 10, 1980, heretofore amended by Rider No. 1 dated as of June 1, 1980. The undersigned Lessor hereby leases to Lessee, and Lessee acknowledges delivery to it in satisfactory condition of, the equipment described above. The Lessee agrees to pay the rent set forth above. The covenants, terms and conditions of this lease are those appearing in said Railroad Equipment Leasing Agreement which covenants, terms and conditions are hereby incorporated by reference.

THE COMMONWEALTH PLAN, INC., Lessor

By D. J. Stok

Title Assistant Controller

(corporate seal)

(acknowledgement)

SOUTHERN PACIFIC TRANSPORTATION
COMPANY, Lessee

By Robert J. McLean

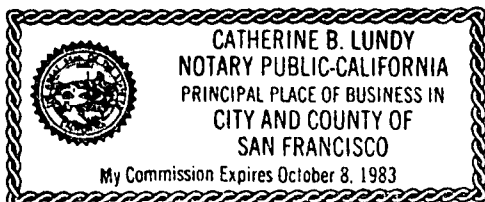
Title Executive Vice President-Finance

(corporate seal)

(acknowledgement)

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 5th day of December, 1980, before me personally appeared Robert J. McLean, to me personally known, who, being by me duly sworn, says that he is Executive Vice President-Finance, of Southern Pacific Transportation Company, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

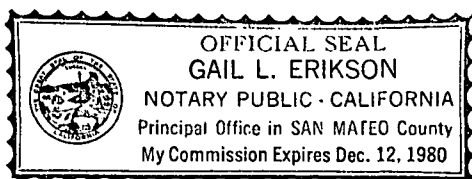


My Commission Expires:
October 8, 1983

Catherine B. Lundy
Notary Public

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN MATEO)

On this 8th day of December, 1980, before me personally appeared D. J. Stock, to me personally known, who, being by me duly sworn, says that he is Assistant Controller, of The Commonwealth Plan, Inc., that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My Commission Expires:
December 12, 1980

Gail L. Erikson
Notary Public

Schedule A to
Individual Leasing Record
Dated as of December 5, 1980

Rehabilitated 70-Ton Flat Cars, AAR Mechanical Designation FC

Identifying Marks

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